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# FINLAY MINERALS LTD.

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(the “Company”)  
1150-1100 Melville Street,  
Vancouver, BC  
CANADA V6E 4A6

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2026 Annual General and Special Meeting (the “Meeting”) of the shareholders of the Company will be held in the Boardroom at 1400 – 1050 West Pender Street, Vancouver, BC V6E 3S7 on the 19th day of June, 2026 (the “Meeting Date”) at the hour of 10:00 o’clock in the morning (Pacific time) for the following purposes:

1. To receive the financial statements of the Company for the fiscal year ended December 31, 2025, together with the report of the Auditors thereon;
2. To fix the number of Directors of the Company at six;
3. To elect Directors to hold office until the next annual general meeting of the Company;
4. To appoint an Auditor of the Company for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor;
5. To consider and, if thought fit, to pass an ordinary resolution to approve the Company’s new equity incentive plan, as more particularly described in the accompanying information circular of the Company;
6. To transact such further or other business as may properly come before the Meeting, or any adjournment(s) or postponement(s) thereof.

The Board of Directors of the Company has fixed the close of business on May 15, 2026, as the record date (the “Record Date”) for determining shareholders who are entitled to receive notice and to vote at the Meeting or at any adjournment(s) or postponement(s) of the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or at any adjournment(s) or postponement(s) thereof.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

A shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his, her or its stead, subject to the foregoing important notice. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Computershare Investor Services Inc. within the time set out below.

The Instrument of Proxy must be signed by a registered shareholder or by his or her attorney authorized in writing, or, if the registered shareholder is a corporation, by an officer or director thereof as an authorized signatory, as more particularly described in the accompanying Information Circular.

The completed Instrument of Proxy must be deposited at the office of Computershare Investor Services Inc. at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment(s) or postponement(s) thereof, or with the Chair of the Meeting on the day of the Meeting.

The enclosed Instrument of Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, BC, the 15<sup>th</sup> day of May, 2026.

**BY ORDER OF THE BOARD**

Signed: "*Robert F. Brown*"  
Executive Chairman of the Board & Director